

RED LINE CHANGES TO BY - LAWS

1.0 CORPORATE DOCUMENTS

1.11 BY-LAWS

ARTICLE 1 – REPRESENTATION

Section 1

Each congregation holding ~~voting~~ membership in this Association shall appoint ~~two~~ delegates to represent their congregation. These Delegates shall attend all ~~delegate~~ meetings of the Association and shall make regular reports to their respective congregation. ~~Eligibility for voting membership is based on financial support, which is described in the “Great Commission Formula.”~~

Section 2

At any ~~delegate~~ meeting of the Association each Delegate present shall be entitled to one vote.

ARTICLE II – APPLICATION FOR MEMBERSHIP

Section 1

Any congregation desiring to affiliate with The ~~Lutheran High School~~ Association ~~of Greater Milwaukee~~ shall:

- a) Adopt a resolution to that effect
- ~~b) Identify whether they are applying for a voting or nonvoting membership.~~
- c) Make formal request for membership to the Secretary of The Association ~~Board of Directors.~~
- d) Formal request for membership will be reviewed for approval at the next Delegate Meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1

The number of ~~Directors~~ ~~board members~~ shall not exceed fifteen and shall not be less than ten. At any given time no less than 80% (the % of members is rounded up) of the board members shall be regular members in good standing of a member congregation ~~holding a voting or nonvoting membership~~ in this Association ~~shall be eligible~~. At least two ~~board members~~ ~~Directors~~ must be called and ordained members of the Lutheran Church Missouri Synod and be a pastor serving at a member congregation. ~~A maximum of 20% of the board members can be “at large” members and do not need to be members of an association member congregation.~~

Section 2

The ~~Directors board members~~ shall hold office for an elected term of two years ~~and/or until their successors have been chosen or unless a Member loses its Board seat~~. No ~~Director board member~~ shall serve for more than four consecutive elected terms. ~~The current Board of Directors will ensure an orderly transition to the new structure. Thereafter,~~ Board member elections shall be held at the ~~delegate~~ annual meeting ~~each year in May~~.

Section 3

Any vacancy occurring on the Board ~~of Directors~~ between elections shall be filled by an agreed upon appointee between the Board of Directors and the Nominating Committee. The individual so appointed shall hold office for the unexpired term. The appointment will be ratified at the subsequent Delegate meeting by the voting Delegates.

Section 4

After each annual election the Board of Directors shall organize and elect from its midst the following officers; a ~~president chairperson~~, a ~~vice-president vice-chairperson~~, a secretary, and a treasurer.

Section 5

The Board of Directors shall be empowered to conduct, manage, and administer the affairs of The Association; to supervise the activities of the schools; to hold all monies and property, real, personal, and mixed, howsoever acquired, and shall use, manage and conduct the same under the direction and for the use and benefit of this organization; to accept or reject gifts, grants, bequests, legacies, and devises; at the direction of the Association to acquire, sell, transfer and convey, mortgage and pledge all real and personal property for the Association; to provide proper bond for the officials who are charged with the handling of the funds of the Association; to provide for an annual audit of the financial records of The Association; to provide for the financial needs of The Association and administer its funds; to appoint such additional officers and committees as may from time to time be deemed necessary; to call or employ, and dismiss, if necessary, personnel of the school; to report its actions at each regular ~~delegate~~ meeting of the Association; to prepare the agenda for each ~~delegate~~ meeting of the Association.

Section 6

All Board of Director Members must agree to uphold the Articles of Incorporation and ~~these~~ By-Laws.

ARTICLE IV – LIMITATION OF BOARD POWER

This Association limits and restricts the powers of the Board of Directors by reserving to itself the right:

1. To approve or disapprove the incurring of any extraordinary liabilities and the expenditures of all such sums of money which cannot properly be designated as current expenses.
2. To approve or disapprove the sale or purchase of real property.
3. To approve any changes in the Articles of Incorporation or By-Laws.
4. To approve or disapprove congregational membership in the ~~Corporation~~ Association.
- ~~5. To make changes in the Partnership Formula.~~
6. To elect members of the Nominating Committee.
7. To elect ~~the members of the Board of~~ Directors.
8. To approve or disapprove ~~the~~ dissolution of the Corporation and how the proceeds, if any, would be distributed.

ARTICLE V – DUTIES OF OFFICERS

Section 1

The ~~President-Chairperson~~ shall perform those duties stated in the Articles of Incorporation and such as are commonly associated with the office of the ~~president-Chairperson~~ of the association. ~~He~~ The ~~Chairperson~~ shall present a report of the affairs of The Association at each ~~delegate~~ meeting.

Section 2

The ~~Vice-President~~ ~~Vice-Chairperson~~ shall discharge the duties of the ~~President-Chairperson~~ in the latter's absence or disability.

Section 3

The Secretary shall perform those duties stated in the Articles of Incorporation and shall keep an accurate record of the proceedings of all ~~delegate~~ meetings of The Association and the Board of Directors; ~~he~~ the ~~Secretary~~ shall conduct all necessary correspondence; and ~~he~~ shall keep safely and systematically all papers, records and documents belonging to The Association ~~of in any wise~~ pertaining to its affairs.

Section 4

The Treasurer shall perform the duties stated in the Articles of Incorporation and shall be responsible for the funds of the organization and their proper disbursement. ~~He~~ ~~The Treasurer~~ shall keep or cause to be kept an accurate record of all receipts and disbursements and shall make periodic reports to the Board of Directors and the delegates of the Association as required by the Board of Directors or The delegates of the Association. ~~He shall submit his records for an annual audit.~~

ARTICLE VI – MEETINGS

Section 1

There shall be two ~~delegate~~ meetings of the Association annually. These meetings shall be held on the ~~second Wednesday~~ ~~fourth Thursday~~ of September and May. The May meeting shall be designated as the annual meeting.

Section 2

Special meetings of The Association may be called by the Board of Directors or at the written request of five ~~voting~~ Member congregations of The Association. Member congregations shall be notified of the special meeting and its purpose at least ten days, if possible, prior to the meeting date.

ARTICLE VII – NOMINATIONS AND ELECTIONS – BOARD OF DIRECTORS

Section 1

The Board of Directors shall suggest a Nominating Committee consisting of a minimum of six (6) members of which two (2) shall be from the current Board of Directors. The Delegates ~~must are to~~ approve the Nominating Committee at the September ~~delegate~~ meeting.

Section 2

It shall be the duty of the Nominating Committee to prepare a slate of candidates who have indicated their willingness to ~~serve in an at-large capacity~~ and to present such a slate to the Delegates at the annual ~~delegate~~ meeting. The Delegates shall accept or reject all nominations ~~for at-large seats~~, by a majority vote of the Delegates present.

~~Member congregations eligible for Board seats under the Partnership Formula will nominate multiple candidates for each open seat to which their congregation is entitled. The Nominating Committee will work with the Member congregations to ensure that Directors appointed to the Board are well qualified. The Nominating Committee will then research and interview the nominated candidates and select one of the nominated individuals to serve on the Board to fill each vacant seat which the congregation is~~

~~entitled to fill.~~

Section 3

~~Any person nominated for the office of Director shall be a member in good standing in a member congregation of the Association.~~

ARTICLE VIII – QUORUM

The accredited Delegates present at any regular or special ~~delegate~~ meeting of The Association shall constitute a quorum. A majority of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

ARTICLE IX – FINANCIAL ~~OBLIGATIONS~~ SUPPORT

Section 1

Every congregation holding a ~~voting~~ membership in this Association shall be ~~obligated for and encouraged to~~ contribute to The Association ~~requirements as established through prayer.~~

ARTICLE X – THE ADMINSTRATOR

The CEO of The Association's ~~high~~ schools shall be a member in good standing of an LCMS Member congregation and will be subject to the authority of the Board of Directors. ~~He The~~ CEO shall be required to attend Board ~~of Directors meetings~~ and ~~delegate Association~~ meetings and shall be an ex-officio member of all committees of the Board.

ARTICLE XI – CORPORATE SEAL

The corporate seal of the ~~corporation~~ Association shall have inscribed on it, THE LUTHERAN HIGH SCHOOL ASSOCIATION OF GREATER MILWAUKEE

ARTICLE XII – DISSOLUTION

Should future exigencies make the dissolution of The Association necessary, all property of The Association shall be sold at the direction of The Association and the proceeds distributed equally among the congregations holding ~~voting~~ membership in The Association at the time of said dissolution.

A congregation holding ~~a voting~~ membership in The Association is eligible to receive remaining assets only if it holds status within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and is affiliated with The Lutheran Church-Missouri Synod.

ARTICLE XIII – LUTHERAN CHURCH MISSOURI SYNOD

Recognition by the Synod (i) is not an endorsement of the fiscal solvency of The Association nor of services or programs offered by The Association, (ii) does not express or imply endorsement of the fiscal solvency of The Association, or Synod responsibility for the debts or other financial obligations of

The Association, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of The Association or its subsidiaries and/or affiliates.

ARTICLE XIV – AMENDMENTS

These By-Laws may be amended by a majority vote of the Delegates present and voting at any regular **Delegate** meeting of The Association, or at any special **Delegate** meeting called for that purpose, provided that a written notification of the proposed amendment has been given to the **voting** member congregations for distribution to ~~the~~ **its** delegates sixty days prior to the meeting at which the proposed amendment is to be voted upon and provided that at least half of the member congregations are represented when the vote upon the proposed amendment is taken.

Definitions:

A “Member” is a congregation that is part of the Association.

See Articles of Incorporation, Article Seven

A “Delegate” is an individual empowered to vote on behalf of the “**Voting** Member” congregation.

